

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2020

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 000-55203



eWELLNESS HEALTHCARE CORPORATION

(Exact name of registrant as specified in its charter)

<div>Nevada</div> <div>(State or other jurisdiction of incorporation or organization)</div>	<div>90-1073143</div> <div>(I.R.S. Employer Identification No.)</div>
<div>1126 S Federal Hwy #464, Fort Lauderdale, FL</div> <div>(Address of principal executive offices)</div>	<div>33316</div> <div>(Zip Code)</div>
<div>(855) 470-1700</div> <div>(Registrant’s telephone number, including area code)</div>	

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common shares	EWLL	OTC

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Ruble 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

The number of shares of Common Stock, \$0.001 per share par value, outstanding on May 5, 2021 was 16,864,183,627.

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PART I – FINANCIAL STATEMENTS

ITEM 1. FINANCIAL STATEMENTS

eWELLNESS HEALTHCARE CORPORATION  
CONSOLIDATED CONDENSED BALANCE SHEETS  
(unaudited)

	<u>September 30, 2020</u>	<u>December 31, 2019</u>
<b><u>ASSETS</u></b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 5,694	\$ 240,722
Accounts receivable	196,130	\$ 3,635
Prepaid expenses	9,791	157,139
Total current assets	211,615	401,496
Property & equipment, net	15,172	22,810
Intangible assets, net	7,500	9,000
<b>TOTAL ASSETS</b>	<b>\$ 234,287</b>	<b>\$ 433,306</b>
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 816,608	\$ 314,287
Accounts payable - related party	782,832	582,832
Accrued expenses - related party	121,107	138,868
Accrued compensation	290,861	532,974
Convertible debt, net of discount	1,590,661	2,240,408
Derivative liability	1,685,375	3,529,974
Total current liabilities	5,287,444	7,339,343
Total Liabilities	5,287,444	7,339,343
<b>COMMITMENTS AND CONTINGENCIES</b>	-	-
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, authorized, 20,000,000 shares, \$.001 par value, 531,667 and 250,000 shares issued and outstanding, respectively	532	250
Common stock, authorized 20,000,000,000 shares, \$.001 par value, 13,775,349,662 and 12,752,084 issued and outstanding, respectively	13,775,350	12,752
Shares to be issued	178	150
Additional paid in capital	17,295,530	23,942,830
Accumulated deficit	(36,124,747)	(30,862,019)
Total Stockholders' Deficit	(5,053,157)	(6,906,037)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 234,287</b>	<b>\$ 433,306</b>

The accompanying notes are an integral part of these consolidated condensed financial statements

**eWELLNESS HEALTHCARE CORPORATION**  
**CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS**  
**For the Three and Nine Months ended September 30, 2020 and 2019**  
**(unaudited)**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b><u>September 30, 2020</u></b>	<b><u>September 30, 2019</u></b>	<b><u>September 30, 2020</u></b>	<b><u>September 30, 2019</u></b>
REVENUE	\$ 125,274	\$ -	\$ 263,429	\$ -
OPERATING EXPENSES				
Executive compensation	102,000	102,000	476,000	306,000
General and administrative	54,465	709,205	489,708	1,284,556
Professional fees	94,867	669,261	945,448	1,918,402
Total Operating Expenses	251,332	1,480,466	1,911,156	3,508,958
Loss from Operations	(126,058)	(1,480,466)	(1,647,727)	(3,508,958)
OTHER INCOME (EXPENSE)				
Interest income	-	13	1	29
Gain (loss) on derivative liability	1,465,693	1,331,213	(2,734,266)	1,949,180
Loss on disposal of asset	-	-	(3,866)	-
Interest expense	(112,837)	(1,369,510)	(876,870)	(3,062,782)
Net Income (Loss) before Income Taxes	1,226,798	(1,518,750)	(5,262,728)	(4,622,531)
Income tax expense	-	(1,600)	-	(1,600)
Net income (Loss)	<u>\$ 1,226,798</u>	<u>\$ (1,520,350)</u>	<u>\$ (5,262,728)</u>	<u>\$ (4,624,131)</u>
Basic and diluted income (loss) per shares	<u>\$ 0.00</u>	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	<u>\$ (0.02)</u>
Weighted average shares outstanding	<u>9,749,989,477</u>	<u>231,454,650</u>	<u>5,049,047,707</u>	<u>220,916,826</u>

The accompanying notes are an integral part of these consolidated condensed financial statements

**eWELLNESS HEALTHCARE CORPORATION**  
**RECONCILIATION OF STOCKHOLDERS' DEFICIT**  
**(unaudited)**

**THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019**

	<u>Preferred Shares</u>		<u>Common Shares</u>		<u>Shares to be Issued</u>	<u>Additional Paid in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Deficit</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>				
<b>Balance at June 30, 2020</b>	476,667	\$ 477	7,851,724,496	\$ 7,851,725	\$ 76	\$21,409,876	\$(37,351,545)	\$ (8,089,391)
Contributed services	-	-	-	-	-	54,000	-	54,000
Shares issued to officers, directors and consultants	55,000	55	-	-	-	164,945	-	165,000
Shares issued for debt conversion	-	-	5,923,625,166	5,923,625	-	(5,479,659)	-	443,966
Shares issued for services	-	-	-	-	102	-	-	102
Derivative liability	-	-	-	-	-	1,146,368	-	1,146,368
Net Income	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,226,798</u>	<u>1,226,798</u>
<b>Balance at September 30, 2020</b>	<u>531,667</u>	<u>\$ 532</u>	<u>13,775,349,662</u>	<u>\$13,775,350</u>	<u>\$ 178</u>	<u>\$17,295,530</u>	<u>\$(36,124,747)</u>	<u>\$ (5,053,157)</u>
<b>Balance at June 30, 2019</b>	-	-	4,429,430	4,429	-	19,460,868	(24,505,015)	(5,039,718)
Contributed services	-	-	-	-	-	54,000	-	54,000
Shares issued to officers, directors and consultants	125,000	125	-	-	-	374,875	-	375,000
Shares issued for debt conversion	-	-	279,835	280	-	531,145	-	531,425
Shares issued for prepaid services	-	-	133,846	134	-	447,327	-	447,461
Shares issued for services	-	-	45,500	46	-	152,526	-	152,572
Shares to be issued for services	-	-	-	-	19,150	-	-	19,150
Derivative liability	-	-	-	-	-	392,735	-	392,735
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,520,350)</u>	<u>(1,520,350)</u>
<b>Balance at September 30, 2019</b>	<u>125,000</u>	<u>\$ 125</u>	<u>4,888,611</u>	<u>\$ 4,889</u>	<u>\$ 19,150</u>	<u>\$21,413,476</u>	<u>(26,025,365)</u>	<u>\$ (4,587,725)</u>

**NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019**

	<u>Preferred Shares</u>		<u>Common Shares</u>		<u>Shares to be Issued</u>	<u>Additional Paid in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Deficit</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>				
<b>Balance at January 1, 2020</b>	250,000	\$ 250	12,752,084	\$ 12,752	\$ 150	\$ 23,942,830	\$(30,862,019)	\$ (6,906,037)
Contributed services	-	-	-	-	-	162,000	-	162,000

Shares issued to officers, directors and consultants	281,667	282	-	-	-	844,718	-	845,000
Shares issued for debt conversion	-	-	13,761,881,370	13,761,882	-	(12,161,555)	-	1,600,327
Shares issued for services	-	-	668,332	668	28	957	-	1,653
Shares issued for rounding - 50:1 split			47,876	48	-	(48)	-	-
Derivative liability	-	-	-	-	-	4,506,628	-	4,506,628
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(5,262,728)</u>	<u>(5,262,728)</u>
<b>Balance at September 30, 2020</b>	<u>531,667</u>	<u>\$ 532</u>	<u>13,775,349,662</u>	<u>\$13,775,350</u>	<u>\$ 178</u>	<u>\$ 17,295,530</u>	<u>\$(36,124,747)</u>	<u>\$ (5,053,156)</u>
<b>Balance at January 1, 2019</b>	-	\$ -	4,128,139	\$ 4,128	\$ -	\$ 17,416,117	\$(21,401,234)	(3,980,989)
Contributed services	-	-	-	-	-	162,000	-	162,000
Shares issued to officers, directors and consultants	125,000	125	-	-	-	374,875	-	375,000
Shares issued for debt conversion	-	-	405,408	405	-	932,262	-	932,667
Shares issued for cash	-	-	16,000	16	-	59,084	-	59,100
Shares issued for financing costs	-	-	20,000	20	-	114,980	-	115,000
Shares issued for prepaid services	-	-	214,064	215	-	905,996	-	906,211
Shares issued for services	-	-	105,000	105	-	492,100	-	492,205
Shares to be issued for services	-	-	-	-	19,150	-	-	19,150
Derivative liability	-	-	-	-	-	956,062	-	956,062
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(4,624,131)</u>	<u>(4,624,131)</u>
<b>Balance at September 30, 2019</b>	<u>125,000</u>	<u>\$ 125</u>	<u>4,888,611</u>	<u>\$ 4,889</u>	<u>\$ 19,150</u>	<u>\$ 21,413,476</u>	<u>\$(26,025,365)</u>	<u>\$ (4,587,725)</u>

The accompanying notes are an integral part of these consolidated condensed financial statements

**eWELLNESS HEALTHCARE CORPORATION**  
**CONSOLIDATED CONDENSED STATEMENT OF CASH FLOWS**  
(unaudited)

	For Nine Months Ended	
	September 30, 2020	September 30, 2019
Cash flows from operating activities		
Net loss	\$ (5,262,728)	\$ (4,624,131)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	5,272	4,794.
Contributed services	162,000	162,000
Shares issued to officers, directors and consultants	376,750	86,250
Shares issued for consulting services	1,653	511,355
Shares issued for financing costs	95,933	115,000
Amortization of debt discount and prepaids	771,793	3,369,240
Gain (loss) on derivative liability	2,734,266	(1,949,180)
Loss on disposal of asset	3,866	-
Changes in operating assets and liabilities		
Prepaid expense	(19,708)	(57,948)
Accounts receivable	(192,496)	-
Accounts payable and accrued expenses	638,533	111,801
Accounts payable - related party	196,460	(19,891)
Accrued expenses - related party	25,489	(15,835)
Accrued compensation	182,887	(82,006)
Net cash used in operating activities	(280,028)	(2,388,551)
Cash flows from investing activities		
Purchase of equipment	-	(13,374)
Net cash used in investing activities	-	(13,374)
Cash flows from financing activities		
Proceeds from issuance of common stock	-	59,100
Issuance of convertible debt	52,800	4,400,500
Payment on debt	-	(1,102,450)
Debt issuance costs	(7,800)	(557,500)
Net cash provided by financing activities	45,000	2,799,650
Net increase (decrease) in cash	(235,028)	397,725
Cash, beginning of period	240,722	383,335
Cash, end of period	\$ 5,694	\$ 781,060
Supplemental Information:		
Cash paid for:		
Taxes	\$ -	\$ 1,856
Interest Expense	\$ -	\$ 475,519
Non cash items:		
Derivative liability and debt discount issued with new notes	\$ -	\$ 2,831,539
Shares issued for debt conversion	\$ 1,600,327	\$ 932,667
Shares issued for prepaids	\$ -	\$ 906,211

The accompanying notes are an integral part of these consolidated condensed financial statements

**eWellness Healthcare Corporation**  
**Notes to Consolidated Condensed Financial Statements**  
**September 30, 2020**  
**(unaudited)**

**Note 1. The Company**

The Company and Nature of Business

eWellness Healthcare Corporation (the “eWellness”, “Company”, “we”, “us”, “our”) was incorporated in the State of Nevada on April 7, 2011. The Company has generated minimal revenues to date.

eWellness Healthcare Corporation is the first physical therapy telehealth company to offer real-time distance monitored assessments and treatments. Our business model is to have large-scale employers use our PHZIO platform as a fully PT monitored corporate musculoskeletal treatment (“MSK”) wellness program. The Company’s PHZIO home physical therapy assessment and exercise platform has been designed to disrupt the \$30 billion physical therapy market, the \$4 billion MSK market and the \$8 billion corporate wellness industry. PHZIO re-defines the way MSK physical therapy can be delivered. PHZIO is the first real-time remote monitored 1-to-many MSK physical therapy platforms for home use.

On May 22, 2020, the Company received and accepted the resignations of Brandon Rowberry and Rochelle Pleskow as independent directors. Their letters of resignation state the reason for their resignations were to permit them to pursue other business opportunities and further stated that they have had no disagreements with the operations, policies or practices of the Company. Also, on May 22, 2020, the Company received a letter of resignation from Darwin Fogt resigning as CEO, President and director of the Company and a separate letter of resignation from Curtis Hollister, resigning as CTO and director of the Company. Messrs. Fogt and Hollister are executive officers and principals of Bistromatics Inc., organized under the laws of Canada (“Bistromatics”).

On November 12, 2016, the Company entered into a Services Agreement with Bistromatics (the “Bistromatics Agreement”) pursuant to which Bistromatics agreed to provide operational services to the Company for its PHZIO System including development, content editing and training, support and maintenance, billing, hosting and oversight, among other services. Reference is made to the Company’s Form 8-K filed on November 21, 2016, which Form 8-K was signed by Darwin Fogt as CEO on behalf of the Company, regarding the disclosure of the Bistromatics Agreement. The Services Agreement included a provision granting Bistromatics the right to appoint 40% of the Registrant’s Board of Directors, resulting in the appointment of Messrs. Fogt and Hollister as members of the Company’s Board. Although both Companies continue to abide by the Services Agreement the Company is in arrears in fees to Bistromatics for approximately \$783,000 as of September 30, 2020. The Service Agreement expired during the 1<sup>st</sup> quarter of 2020 and the parties continue to discuss the formation of a new Services Agreement.

Pursuant to communications between the Company and Darwin Fogt and Curtis Hollister regarding their resignations as executive officers and directors of the Company, which resignations were accepted by the Company’s Board on June 1, 2020, Messrs. Fogt and Hollister represented to the Company that Bistromatics and its management will continue to provide support services to the Company’s PHZIO System. In addition, both Darwin Fogt and Curtis Hollister confirmed that they have had no disagreements with the operations, policies or practices of the Company.

In connection with the resignation of Darwin Fogt as CEO, the Registrant’s Board of Directors has appointed Douglas MacLellan, who has served as the Company’s Chairman since May 2013, as Chief Executive Officer in addition to continuing to serve as the Chairman of the Board of Directors.

As noted above, the Companies PHZIO and MSK360 systems are currently operated on behalf of the Company by Bistromatics Inc. in Canada. These services are still operational and continues to treat EWLL’s corporate patients and customers.

On September 15, 2020, the Company and Bistromatics signed an agreement that would transfer all worldwide marketing and Intellectual Property Rights or claims to the Company’s Phzio, Phzio TeleRehab and MSK 360 platforms to Bistromatics in return for a 15% ownership in Bistromatics. This agreement would eliminate all past due professional fees of approximately \$783,000. The transfer of rights would not be completed until December 31, 2020.



**eWellness Healthcare Corporation**  
**Notes to Consolidated Condensed Financial Statements**  
**September 30, 2020**  
**(unaudited)**

**Note 2. Summary of Significant Accounting Policies**

**Basis of Presentation**

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements. Accordingly, they omit or condense notes and certain other information normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles. The accounting policies followed for quarterly financial reporting conform with the accounting policies disclosed in Note 2 to the Notes to Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2019. In the opinion of management, all adjustments necessary for a fair presentation of the financial information for the interim periods reported have been made. All such adjustments are of a normal recurring nature. The results of operations for the six months ended September 30, 2020 are not necessarily indicative of the results that can be expected for the fiscal year ending December 31, 2020. The unaudited consolidated condensed financial statements should be read in conjunction with the financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2019.

The information regarding common stock shares, options and warrants throughout this document have been adjusted to reflect the 1:50 reverse split authorized by the Board of Directors on December 16, 2019 and further approved by FINRA on February 12, 2020.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ materially from these good faith estimates and judgments.

**Going Concern**

For the nine months ended September 30, 2020, the Company had revenues of \$263,429. The Company has an accumulated loss of \$36,124,747 and a working capital deficit of \$5,075,829. The Company's ability to continue operations is dependent upon the Company's ability to raise additional capital and to ultimately achieve sustainable revenues and profitable operations, of which there can be no guarantee. The Company intends to finance its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

**Fair Value of Financial Instruments**

As of September 30, 2020, the Company had the following assets and liabilities measured at fair value on a recurring basis.

	Total	Level 1	Level 2	Level 3
Derivative Liability	\$ 1,685,375	\$ -	\$ -	\$ 1,685,375
Total Liabilities measured at fair value	\$ 1,685,375	\$ -	\$ -	\$ 1,685,375

**eWellness Healthcare Corporation**  
**Notes to Consolidated Condensed Financial Statements**  
**September 30, 2020**  
**(unaudited)**

As of December 31, 2019, the Company had the following assets and liabilities measured at fair value on a recurring basis.

	Total	Level 1	Level 2	Level 3
Derivative Liability	\$ 3,529,974	\$ -	\$ -	\$ 3,529,974
Total Liabilities measured at fair value	\$ 3,529,974	\$ -	\$ -	\$ 3,529,974

**Revenue Recognition**

The Company recognizes revenue per ASC 606. Revenue is recognized when the claims for physical therapy sessions have been submitted to the various insurance carriers.

**Note 3. Related Party Transactions**

In November 2016, the Company signed an agreement with a programming company (“PC”) within which one of the Company’s former directors and Chief Technical Officer (“CTO”) is the Chief Marketing Officer. The agreement is for additional features to be programmed for the launch of the PHZIO platform. The Company is to pay a monthly base fee of \$100,000 for the development and compensation for the Company’s CEO and CTO. Following payment of the initial \$100,000, the Company is obligated to only pay \$50,000 monthly until the PC has successfully signed and collected the first monthly service fee for 100 physical therapy clinics to use the PHZIO platform. The PC will also have the right to appoint 40% of the directors. At the periods ended September 30, 2020 and December 31, 2019, the Company had a payable of \$782,832 and \$582,832, respectively. The CTO resigned his officer and director position on June 1, 2020.

The Company signed an agreement with the former CEO for administrative physical therapy consulting. The agreement provides that the former CEO will provide non-clinical administrative services in the various states where the Phzio companies are located. The Company is to pay the former CEO the sum of \$3,500 per month. Since the former CEO resigned his officer and director position on June 1, 2020, any amounts owed to him are included in accounts payable.

Throughout the nine months ended September 30, 2020, the officers and directors of the Company incurred business expenses on behalf of the Company. The amounts payable to the officers as of September 30, 2020 and December 31, 2019 were \$0 and \$1,368, respectively. There were no expenses due to the board members, but the Company has accrued directors’ fees of \$121,107 and \$137,500 as of September 30, 2020 and December 31, 2019, respectively. Because the Company is not yet profitable the officers have agreed to defer compensation. The Company had accrued executive compensation of \$290,861 and \$532,974 as of September 30, 2020 and December 31, 2019, respectively.

**Note 4. Convertible Notes Payable**

*Nine Months Ended September 30, 2020*

In March 2020, the Company executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of \$52,800. The note, which is due on January 15, 2021, has an original issue discount of \$4,800 and transaction costs of \$3,000. After 180 days, the convertible note converts into common stock of the Company at a conversion price that shall be equal to 70% of the average of the two lowest per share trading prices for the ten (10) trading days prior to the conversion date. During the nine months ended September 30, 2020, the Company accrued interest expense of \$3,276.

**eWellness Healthcare Corporation**  
**Notes to Consolidated Condensed Financial Statements**  
**September 30, 2020**  
**(unaudited)**

**Note 5. Equity Transactions**

Preferred Stock

The total number of shares of preferred stock which the Company shall have authority to issue is 20,000,000 shares with a par value of \$0.001 per share. During the year ended December 31, 2019, the Company authorized the issuance of 1,000,000 shares of preferred stock to officers, directors and consultants as deferred compensation and/or expense. The shares are eligible for conversion after 24 months into 40 shares of common stock per each preferred share. The value of the issued shares was calculated on the basis of 40 shares per preferred share at the common share value on the date of issuance. The deferred compensation value of the shares will vest monthly at 1/24th of the calculated value of \$3,000,000 and requisite expense or reduction of accrued compensation and/or accrued directors fees will be recorded. At the recording of the requisite vested share value, the corresponding number of preferred shares will be recorded as being issued. On May 22, 2020, two independent directors resigned and three officers/directors/consultant resigned. Therefore, the vesting of their preferred shares ceased on those dates per the authorization documents. During the nine months ended September 30, 2020, there were 281,667 preferred shares that vested and \$425,000 was recorded to reduce accrued compensation; \$43,250 was recorded to reduce accrued directors' fees, and \$376,750 was recorded as expense for a total of \$845,000. As of September 30, 2020, there were 531,667 vested preferred shares for a total value of \$1,595,000.

In April 2020, the Board of Directors issued a Certificate of Designations, Preferences and Rights of Series D Preferred Stock in which the Board authorized a new series of Preferred Stock to be designated as Series D. The Board authorized two hundred thousand (200,000) shares to be issued to persons designated by the Board. The Series D Preferred Stock has no stated maturity and will not be subject to any sinking fund or mandatory redemption and will remain outstanding indefinitely unless the Holder decides to convert the shares of Series D Preferred Stock.

The Series D Preferred Stock will rank, with respect to rights to the payment of dividends and the distribution of assets in the event of any liquidation, dissolution or winding up of the Corporation, (i) senior to all classes or series of the Corporation's Common Stock, par value \$0.001 per share ("Common Stock"), and to all other equity securities issued by the Corporation other than the Corporation's newly authorized 13% Series B Cumulative Redeemable Perpetual Preferred Stock (the "Series B Preferred"); (ii) on parity with all equity securities issued by the Corporation with terms specifically providing that the Series B Preferred ranks on parity, except with respect to voting rights on which the Series B Preferred ranks junior to the Series D Preferred and except with respect to rights to the payment of dividends and the distribution of assets upon any liquidation, dissolution or winding up of the Corporation, which the Series B Preferred ranks senior to the Series D Preferred; and (iii) effectively junior to all existing and future indebtedness (including indebtedness convertible into our Common Stock or Preferred Stock) of the Corporation and to any indebtedness and other liabilities of (as well as any preferred equity interest held by others in) existing subsidiaries of the Corporation. The term "equity securities" shall not include convertible debt securities. The Holders of the Series D Preferred Stock have the right, on all matters subject to the vote of the capital stock of the Corporation, to have the collective vote equal to 70% of the total of all voting capital stock of the Corporation, notwithstanding the number of shares of voting capital stock, including shares of common stock, that may be outstanding from time to time.

**eWellness Healthcare Corporation**  
**Notes to Consolidated Condensed Financial Statements**  
**September 30, 2020**  
**(unaudited)**

Common Stock

On February 12, 2020, FINRA approved a 1:50 reverse split of the Company's common stock. As noted throughout this document, all common shares are stated as if the 1:50 reverse split had been completed as of the beginning of the year ended December 31, 2019. Following the approval, the Company's stock began trading under the symbol "EWLLD". Due to rounding issues for the reverse split, the Company issued 47,876 additional shares of common stock.

On February 14, 2020, the Company filed a Definitive Information Statement on Schedule 14C for the purpose of authorizing the increase in the number of authorized shares of Common Stock from one billion nine hundred million (1,900,000,000) shares of Common Stock to twenty billion (20,000,000,000) shares of Common Stock. On February 19, 2019, the Company filed Articles of Amendment to the Company's Articles of Incorporation to implement the Authorized Common Stock Share Increase with the State of Nevada.

Nine Months Ended September 30, 2020

In January 2020, the Company executed a 12-month advisory services agreement. The Company is to issue 20,000 shares of common stock monthly. The Company issued 80,000 shares of common stock with a value of \$126. The Company needs to issue an additional 100,000 shares of common stock with a value of \$20. In addition, the Company is to also pay the advisor a monthly fee of \$2,500.

During the nine months ended September 30, 2020, the Company issued a total of 13,761,881,370 shares of common stock per debt conversion of various convertible notes. The total of the debt conversion was for \$1,371,723 of principal, \$132,671 of accrued interest and \$95,933 of financing costs.

During the nine months ended September 30, 2020, the Company issued 668,332 shares of common stock for consultant services valued at \$1,653 which includes the advisory services agreement discussed above.

Nine Months Ended September 30, 2019

On February 7, 2019, the Company executed an amendment to a contract executed on April 8, 2018 for twelve months for consulting services. The Company issued 5,000 shares of common stock at the signing of the contract valued at \$30,500 that is being amortized over the life of the contract.

On March 22, 2019, the Company issued 65,217 shares of common stock to an institutional investor as part of a promissory note. These shares are returnable if the Company repays the promissory note before the maturity date. The value of these shares is \$375,000 which was recorded as prepaid until the six-month maturity has passed. The Company also issued 20,000 shares of common stock to the institutional investor as a commitment fee. The value of these shares is \$115,000.

On April 2, 2019, the Company issued 16,000 shares of common stock pursuant to a capital call notice in relation to an Equity Purchase Agreement dated June 18, 2018. The capital call totaled \$59,100.

On May 17, 2019, the Company executed a contract for three months for consulting services. The Company issued 10,000 shares of common stock at the signing of the contract valued at \$53,000 that is being amortized over the life of the contract. At the end of the three months, the Company is to issue another 10,000 shares of common stock.

On July 10, 2019, the Company issued 53,846 shares of common stock to an institutional investor as part of a promissory note for the second tranche payment. These shares are returnable if the Company repays the promissory note before the maturity date. The value of these shares is \$167,462 which was recorded as prepaid until the six-month maturity has passed.

On September 30, 2019, the Company issued 80,000 shares of common stock to an institutional investor as part of a promissory note for the third and final tranche payment. These shares are returnable if the Company repays the promissory note before the maturity date. The value of these shares is \$280,000 which was recorded as prepaid until the six-month maturity has passed.

On September 25, 2019, the Company executed a contract for six months for consulting services. The contract included the issuance of 5,000 shares of common stock. The value of these shares is \$13,750. The shares had not yet been issued at the nine months ended September 30, 2019, so the value was recorded as Shares to be Issued.

During the nine months ended September 30, 2019, the Company issued 95,000 shares of common stock to consultants for services rendered in accordance to consulting agreements. The value of these shares is \$466,403

During the nine months ended September 30, 2019, the Company issued 405,409 shares of common stock for debt conversion totaling \$932,667 which includes \$889,950 principal, \$40,217 accrued interest and \$2,500 due diligence fee.

**eWellness Healthcare Corporation**  
**Notes to Consolidated Condensed Financial Statements**  
**September 30, 2020**  
**(unaudited)**

Stock Options

The following is a summary of the status of all Company's stock options as of September 30, 2020 and changes during the nine months ended on that date:

	Number of Stock Options	Weighted Average Exercise Price	Remaining Life (yrs)	Intrinsic Value
Outstanding on December 31, 2019	57,000	\$ 40.00	1.1	\$ -
Granted	-	-		
Exercised	-	-		
Cancelled	(30,000)	-		
Outstanding on September 30, 2020	27,000	40.00	.4	\$ -
Options exercisable on September 30, 2020	27,000	\$ 40.00	.4	\$ -

Warrants

The following is a summary of the status of the Company's warrants as of September 30, 2020 and changes during the nine months ended on that date:

	Number of Warrants	Weighted Average Exercise Price	Remaining Life (yrs.)	Intrinsic Value
Outstanding on December 31, 2019	42,015	\$ 11.94	1.9	\$ -
Granted	-	-	-	-
Exercised	-	-	-	-
Cancelled	(16,000)	11.04	-	-
Outstanding on September 30, 2020	26,015	\$ 12.50	1.5	\$ -
Warrants exercisable on September 30, 2020	26,015	\$ 12.50	1.5	\$ -

**Note 6. Commitments, Contingencies**

The Company may be subject to lawsuits, administrative proceedings, regulatory reviews or investigations associated with its business and other matters arising in the normal conduct of its business. The Company believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

**eWellness Healthcare Corporation**  
**Notes to Consolidated Condensed Financial Statements**  
**September 30, 2020**  
**(unaudited)**

**Note 7. Revenue Recognition**

Under ASC Topic 606, the Company recognizes revenue when the claims for physical therapy sessions have been submitted to the various insurance carriers.

**Note 8. Derivative Valuation**

The Company evaluated the convertible debentures and associated warrants in accordance with ASC Topic 815, “Derivatives and Hedging,” and determined that the conversion feature of the convertible promissory notes was not afforded the exemption for conventional convertible instruments due to their variable conversion rates. The notes have no explicit limit on the number of shares issuable, so they did not meet the conditions set forth in current accounting standards for equity classification. Therefore, these have been characterized as derivative instruments. We elected to recognize the notes under ASU paragraph 815-15-25-4, whereby there would be a separation into a host contract and derivative instrument. We elected to initially and subsequently measure the notes and warrants in their entirety at fair value, with changes in fair value recognized in earnings.

The debt discount is amortized over the life of the note and recognized as interest expense. For the nine months ended September 30, 2020 and 2019, the Company amortized the debt discount of \$604,738 and \$2,690,435, respectively.

During the nine months ended September 30, 2020, the Company had the following activity in the derivative liability account:

	Notes
Derivative liability at December 31, 2019	\$ 3,529,974
Addition of new conversion option derivatives	-
Conversion of note derivatives	(4,578,864)
Change in fair value	2,734,265
Derivative liability at September 30, 2020	<u>\$ 1,685,375</u>

For purposes of determining the fair market value of the derivative liability, the Company used Black Scholes option valuation model. The significant assumptions used in the Black Scholes valuation of the derivative are as follows:

Stock price at valuation date	\$ .0001
Exercise price of warrants	\$ 12.50
Conversion rate of convertible debt	\$ .00007-.00013
Risk free interest rate	.07%-.11%
Stock volatility factor	229.41-1100.34%
Years to Maturity	.01 – .30
Expected dividend yield	None

**Note 9. Subsequent Events**

From October 1 until the filing of this report, the Company issued 3,087,132,299 shares of common stock for convertible debt conversion totaling \$248,091 which includes \$235,595 principal and \$12,496 accrued interest.

From October 1 until the filing of this report, the Company issued 1,701,666 shares of common stock to consultants for a value of \$405.

On April 19, 2021, the Company filed a DEF 14C to disclose to the stockholders the ratification and approval by Joint Written Consent, based upon the unanimous approval by our Board of Directors and the consent of the Majority Consenting Stockholders, of the corporate actions to file an amendment to its Amended and Restated Articles of Incorporation to: (i) change the name of the Company from eWellness Healthcare Corporation to American Health Protection Corp.; (ii) change the par value of the Company’s common stock and preferred stock from \$0.001 per share to \$0.0001 per share; and (iii) implement the 1:2,000 reverse split of our Common Stock and the shares underlying conversion of the Company’s securities convertible into Common Stock together with the shares reserved for such conversions, on a one for two thousand (1:2,000) basis. The change in par value and the implementation of the reverse split must be approved by FINRA.

## ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### FORWARD-LOOKING STATEMENTS

*This Quarterly Report on Form 10-Q, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 2 of Part I of this report include forward-looking statements. These forward-looking statements are based on our management’s current expectations and beliefs and involve numerous risks and uncertainties that could cause actual results to differ materially from expectations. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” “proposed,” “intended,” or “continue” or the negative of these terms or other comparable terminology. You should read statements that contain these words carefully, because they discuss our expectations about our future operating results or our future financial condition or state other “forward-looking” information. Many factors could cause our actual results to differ materially from those projected in these forward-looking statements, including but not limited to: variability of our future revenues and financial performance; risks associated with product development and technological changes; the acceptance of our products in the marketplace by potential future customers; general economic conditions. You should be aware that the occurrence of any of the events described in this Quarterly Report could substantially harm our business, results of operations and financial condition, and that upon the occurrence of any of these events, the trading price of our securities could decline. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, growth rates, levels of activity, performance or achievements. We are under no duty to update any of the forward-looking statements after the date of this Quarterly Report to conform these statements to actual results.*

*The following discussion and analysis of financial condition and results of operations relates to the operations and financial condition reported in the financial statements of eWellness Healthcare Corporation for the six months ended September 30, 2020 and 2019 and should be read in conjunction with such financial statements and related notes included in this report and the Company’s Annual Report on Form 10-K for the year ended December 31, 2019.*

### THE COMPANY

#### Overview

eWellness Healthcare Corporation is a provider of the state of the art PHZIO platform for the physical therapy (“PT”) and telehealth markets and believes it is the first digital telehealth physical therapy company (“dtPT Company”) to offer real-time monitored physical therapy assessments and treatments to large-scale employers. The Company’s digital telehealth assessment and treatment platform (the “dtPT Platform” or “Platform”) has been designed to serve the \$30 billion physical therapy market, the \$4 billion musculoskeletal (“MSK”) market and the \$8 billion corporate wellness market. Our dtPT Platform redefines the way physical therapy (“PT”) can be delivered. We believe that our Platform is able to transform the access, cost and quality dynamics of PT assessments and treatments. We began generating revenue during the fourth quarter of 2019.

We designed our Platform to enable its usage for all PT assessments and treatments by means of computer, smart phone and/or similar digital media devices (the “Access Devices”). This new approach will lower patient treatment costs, expand patient treatment access and improve patient compliance. Our dtPT Platform allows patients to avoid the time-consuming clinical experience to an immediate in-home PT experience. We believe that approximately 80% of all PT assessments and treatments can be performed using our Platform accessible via the Access Devices in the privacy of once home.

We believe that our innovative approach to solving the pervasive access, cost and quality challenges facing the current access to PT clinics, will lead to highly scalable and substantial growth in our revenues. The Company has signed 7 partnership and healthcare provider agreements to date. We believe that we are well positioned to participate in the rapidly evolving PT treatment market by introducing our innovative dtPT Platform enabling remote patient monitoring, post-discharge treatment plan adherence and in-home care. Our Platform incorporates research-based methods and focuses on, not only rehabilitation but also wellness, functional fitness, performance, and prevention.

Our PHZIO and MSK 360 platforms completely disrupts the current in-clinic business model of the \$30 billion PT industry, the 4 billion MSK market and the \$8 billion corporate wellness industries. Innovators in other industries have solved access, cost and quality inefficiencies through the implementation of technology platforms and business models that deliver products and services on-demand and create new economies by connecting and empowering both consumers and businesses. We have taken the same approach to solving the pervasive access, cost and quality challenges facing the current access to PT and MSK clinics. eWellness' underlying technology platform is complex, deeply integrated and purpose-built over the past five years for the evolving PT and MSK treatment marketplaces. eWellness' PHZIO and MSK 360 platforms are highly scalable and can support substantial growth of third-party licensees. eWellness' PHZIO and MSK 360 platforms provides for broad interconnectivity between PT practitioners and their patients, uniquely positioning the Company as a focal point in the rapidly evolving PT industry to introduce innovative, technology- based solutions, such as remote patient monitoring, post-discharge treatment plan adherence and in-home care.

On May 22, 2020, the Company received and accepted the resignations of Brandon Rowberry and Rochelle Pleskow as independent directors. Their letters of resignation dated May 22, 2020, state that the reason for their resignations were to permit them to pursue other business opportunities and further stated that they have had no disagreements with the operations, policies or practices of the Company. Also, on May 22, 2020, the Company received a letter of resignation from Darwin Fogt, resigning as CEO, President and director of the Registrant and a separate letter of resignation from Curtis Hollister, resigning as CTO and director of the Company. Messrs. Fogt and Hollister are executive officers and principals of Bistromatics Inc., organized under the laws of Canada ("Bistromatics").

On November 12, 2016, the Company entered into a Services Agreement with Bistromatics (the "Bistromatics Agreement") pursuant to which Bistromatics agreed to provide operational services to the Company for its PHZIO System including development, content editing and training, support and maintenance, billing, hosting and oversight, among other services. Reference is made to the Registrant's Form 8-K filed on November 21, 2016, which Form 8-K was signed by Darwin Fogt as CEO on behalf of the Registrant, regarding the disclosure of the Bistromatics Agreement. The Services Agreement included a provision granting Bistromatics the right to appoint 40% of the Registrant's Board of Directors, resulting in the appointment of Messrs. Fogt and Hollister as members of the Company's Board. Although both Companies continue to abide by the Services Agreement the Company is in arrears in fees to Bistromatics for approximately \$783,000 as of September 30, 2020. The Service Agreement expired during the first quarter of 2020 and the parties signed a new agreement on September 15, 2020 which is discussed below.

Pursuant to communications between the Company and Darwin Fogt and Curtis Hollister regarding their resignations as executive officers and directors of the Registrant, which resignations were accepted by the Company's Board on June 1, 2020, Messrs. Fogt and Hollister represented to the Company that Bistromatics and its management will continue to provide support services to the Company's PHZIO System,. In addition, both Darwin Fogt and Curtis Hollister confirmed that they have had no disagreements with the operations, policies or practices of the Company.

In connection with the resignation of Darwin Fogt as CEO, the Registrant's Board of Directors has appointed Douglas MacLellan, who has served as the Company's Chairman since May 2013, as Chief Executive Officer in addition to continuing to serve as the Chairman of the Board of Directors.

As noted above, the Companies PHZIO and MSK360 systems are currently operated on behalf of the Company by Bistromatics Inc. in Canada. These services are still operational and continues to treat EWLL's corporate patients and customers.

## **Plan of Operations**

On September 15, 2020, the Company and Bistromatics signed an agreement that would transfer all worldwide marketing and Intellectual Property Rights or claims to the Company's Phzio, Phzio TeleRehab and MSK 360 platforms to Bistromatics in return for a 15% ownership in Bistromatics. This agreement would eliminate all past due professional fees of approximately \$783,000. The transfer of rights would not be completed until December 31, 2020.



IP and Licensing

We have licensed our telemedicine platform from Bistromatics Inc., a company owned by our former CTO, for perpetuity for any telemedicine application in any market worldwide. The below noted chart highlights what we have built to date.



Results of Operations of eWellness for the three and nine months ended September 30, 2020 vs. 2019

**REVENUES:** Total revenues for the nine months ended September 30, 2020 and 2019 were \$263,429 and \$0. respectively. Total revenues for the three months ended September 30, 2020 and 2019 were \$125,274 and \$0, respectively.

**OPERATING EXPENSES:** Total operating expenses decreased to \$1,911,156 for the nine months ended September 30, 2020 from \$3,508,958 for the nine months ended September 30, 2019 reflecting a decrease of \$1,597,802. The decrease resulted from a reduction in number of shares of common stock issued to consultants offset by an increase in financing fees for conversion of convertible debt. Total operating expenses decreased to \$251,332 for the three months ended September 30, 2020 from \$1,480,466 for the three months ended September 30, 2019 reflecting a decrease of \$1,229,134. The decrease is a result of a decrease in the number of shares of common stock issued to consultants and offset by an increase in financing fees for conversion of convertible debt.

**NET LOSS:** The Company incurred a net loss \$5,262,728 for the nine months ended September 30, 2020 compared with a net loss of \$4,624,131 for the nine months ended September 30, 2019 which reflects an increase of \$638,597. The increase is from an increase in loss on derivative liability on convertible debt of \$4,683,446 offset by a decrease in interest expense of \$2,185,912 and decrease in operating expenses of \$1,597,802 (as outlined above). The Company recognized a net income of \$1,226,798 for the three months ended September 30, 2020, compared with a net loss of \$1,520,350 for the three months ended September 30, 2019, which reflects a decrease in loss of \$2,747,148. The decrease is from a decrease in interest expense of \$1,256,673, decrease in operating expenses of \$1,229,134 (as outlined above) and an increase of gain on derivative liability on convertible debt of \$134,480.

Liquidity and Capital Resources

As of September 30, 2020, we had negative working capital of \$5,075,829 compared to negative working capital of \$6,937,847 as of December 31, 2019. The negative working capital decrease is because of an decrease in derivative liability offset by increases in accounts payable and accrued expenses. Cash used in operations was \$280,028 and \$2,388,551 for the nine months ended September 30, 2020 and 2019, respectively. The decrease in cash used in operations is a result of an increase in derivative liability and changes in operating assets and liabilities offset by an increase in net loss. Cash flows provided by financing activities were \$45,000 and \$2,799,650 for the nine months ended September 30, 2020 and 2019, respectively. The decrease resulted from a decrease in the issuance of convertible debt (net of debt issuance costs) of \$3,798,000 and reduction of payment of debt of \$1,102,450. The cash balance as of September 30, 2020 was \$5,694.

We do not have sufficient cash on hand to operate. Our ability to meet our obligations and continue to operate as a going concern is highly dependent on our ability to obtain additional financing. We cannot predict whether this additional financing will be in the form of equity or debt or be in another form. We may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all. In any of these events, we may be unable to implement our current plans which circumstances would have a material adverse effect on our business, prospects, financial conditions and results of operations.

#### *Contingencies*

The Company may be subject to lawsuits, administrative proceedings, regulatory reviews or investigations associated with its business and other matters arising in the normal conduct of its business.

#### *Capital Expenditure Plan*

During the nine months ended September 30, 2020, we raised \$52,800, less \$7,800 for debt issuance costs in equity and debt capital. We will require up to an additional \$1.6 million in capital during the next 12 months to fully implement our business plan and fund our operations. Our plan is to utilize the equity capital that we raise, together with anticipated cash flow from operations, to fund a very significant investment in sales and marketing, concentration principally on advertising and incentivizing existing customers for the introduction of new customers, among other strategies. However, there can be no assurance that: (i) we will continue to be successful in raising equity capital in sufficient amounts and/or at terms and conditions satisfactory to the Company; or (ii) we will generate sufficient revenues from operations, to fulfill our plan of operations. Our revenues are expected to come from our PHZIO platform services. As a result, we will continue to incur operating losses unless and until we are able to generate sufficient cash flow to meet our operating expenses and fund our planned sales and market efforts. There can be no assurance that the market will adopt our portal or that we will generate sufficient cash flow to fund our enhanced sales and marketing plan. In the event that we are not able to successfully: (i) raise equity capital and/or debt financing; or (ii) market and significantly increase the number of portal users and revenues from such users, our financial condition and results of operations will be materially and adversely affected and we will either have to delay or curtail our plan for funding our sales and marketing efforts.”

#### *Off-Balance Sheet Arrangements*

As of September 30, 2020 and December 31, 2019, respectively, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated under the Securities Act of 1934.

#### *Contractual Obligations and Commitments*

##### *Nine Months Ended September 30, 2020*

In March 2020, the Company executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of \$52,800. The note, which is due on January 15, 2021, has an original issue discount of \$4,800 and transaction costs of \$3,000. The convertible note converts into common stock of the Company at a conversion price that shall be equal to the 70% of the average of the two lowest per share trading prices for the ten (10) trading days prior to the conversion date. During the nine months ended September 30, 2020, the Company accrued interest expense of \$3,276.

From time to time the Company may become a party to litigation matters involving claims against the Company. Except as may be outlined above, the Company believes that there are no current matters that would have a material effect on the Company’s financial position or results of operations.

### *Critical Accounting Policies*

Please refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in our Annual Report on Form 10-K for the year ended December 31, 2019, for disclosures regarding the Company’s critical accounting policies and estimates, as well as any updates further disclosed in our interim financial statements as described in this Form 10-Q.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Smaller reporting companies are not required to provide this disclosure.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### *Evaluation of disclosure controls and procedures.*

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of September 30, 2020, our disclosure controls and procedures were not effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules, regulations and forms, and (ii) that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

#### *Changes in Internal Control Over Financial Reporting*

There were no changes in the Company’s internal controls over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **ITEM 1. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

#### *Nine Months Ended September 30, 2020*

During the nine months ended September 30, 2020, the Company issued a total of 13,761,881,370 shares of common stock per debt conversion of various convertible notes. The total of the debt conversion was for \$1,371,723 of principal, \$132,671 of accrued interest and \$95,933 of financing costs.

During the nine months ended September 30, 2020, the Company issued 668,332 shares of common stock for consultant services valued at \$1,653.

ITEM 2 EXHIBITS

(a) The following documents are filed as exhibits to this report on Form 10-Q or incorporated by reference herein. Any document incorporated by reference is identified by a parenthetical reference to the SEC filing that included such document.

Exhibit No.	Description
3.1(a)	<a href="#"><u>Articles of Amendment to the Amended and Restated Articles of Incorporation, dated February 14, 2020 filed in the Company’s 10K for the period ended December 31, 2019.</u></a>
3.2	<a href="#"><u>Bylaws (Incorporated by reference to Exhibit 3(b) to the Registration Statement on Form S-1 filed on May 15, 2012).</u></a>
31.1	<a href="#"><u>Certification of CEO pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
31.2	<a href="#"><u>Certification of CFO pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
32.1	<a href="#"><u>Certification of CEO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
32.2	<a href="#"><u>Certification of CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

eWellness Healthcare Corporation  
(Registrant)

By: /s/ Douglas MacLellan  
Douglas MacLellan  
Chief Executive Officer

Date May 10, 2021

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Douglas MacLellan</u> Douglas MacLellan	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	May 10, 2021
<u>/s/ David Markowski</u> David Markowski	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	May 10, 2021
<u>/s/ Douglas Cole</u> Douglas Cole	Director	May 10, 2021

Exhibit 31.1 Certification of the Chief Executive Officer of eWellness Healthcare Corporation., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Douglas MacLellan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2020 of eWellness Healthcare Corporation (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made considering the circumstances made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the Audit Committee of the registrant’s board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 10, 2021

/s/ Douglas MacLellan

Douglas MacLellan  
Chief Executive Officer and Chairman of the Board  
(Principal Executive Officer)

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Exhibit 31.2 Certification of the Chief Financial Officer of eWellness Healthcare Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David Markowski, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2020 of eWellness Healthcare Corporation (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, considering the circumstances made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the Audit Committee of the registrant’s board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 10, 2021

/s/ David Markowski

David Markowski,  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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Exhibit 32.1 Certification of the Chief Executive Officer of eWellness Healthcare Corporation pursuant to Section 906 of the Sarbanes Oxley Act of 2002

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the “Company”) for the quarterly period ended September 30, 2020 as filed with the Securities and Exchange Commission (the “Report”), the undersigned Douglas MacLellan, Chief Executive Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

eWellness Healthcare Corporation.

Date: May 10, 2021

By: /s/ Douglas MacLellan  
Douglas MacLellan, Chief Executive Officer and  
Chairman of the Board  
(Principal Executive Officer)

*This certification accompanies this Annual Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.*

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Exhibit 32.2 Certification of the Chief Financial Officer of eWellness Healthcare Corporation pursuant to Section 906 of the Sarbanes Oxley Act of 2002

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the “Company”) for the quarterly period ended September 30, 2020 as filed with the Securities and Exchange Commission (the “Report”), the undersigned David Markowski, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 10, 2021

eWellness Healthcare Corporation

/s/ David Markowski

David Markowski, Chief Financial Officer

(Principal Financial and Accounting Officer)

*This certification accompanies this Annual Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.*

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